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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d)**  
**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 6, 2022**

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**ProFrac Holding Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-41388**  
(Commission  
File Number)

**87-2424964**  
(IRS Employer  
Identification No.)

**333 Shops Boulevard, Suite 301**  
**Willow Park, Texas**  
(Address of principal executive offices)

**76087**  
(Zip Code)

**Registrant's telephone number, including area code: (254) 776-3722**

**Not applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.01 per share	PFHC	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

On June 6, 2022, ProFrac Holding Corp. (the “Company”) issued a press release announcing the completion of the sale to the underwriters of an additional 2,228,153 shares of the Company’s Class A common stock, par value \$0.01 per share, pursuant to the over-allotment option granted to the underwriters in connection with the Company’s previously completed initial public offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
99.1	<a href="#"><u>Press Release, dated as of June 6, 2022.</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PROFRAC HOLDING CORP.**

By: /s/ Lance Turner

Name: Lance Turner

Title: Chief Financial Officer

Date: June 6, 2022

**ProFrac Holding Corp. Announces Partial Exercise of Underwriters' Over-Allotment Option**

WILLOW PARK, Texas—(June 6, 2022)—ProFrac Holding Corp. (NASDAQ: PFHC) (“ProFrac”) announced today that the underwriters of its previously completed initial public offering of Class A common stock have partially exercised their over-allotment option to purchase an additional 2,228,153 shares at a price of \$18.00 per share. The thirty-day over-allotment option was granted in connection with ProFrac’s initial public offering of 16,000,000 shares of Class A common stock at a public offering price of \$18.00.

ProFrac intends to use approximately \$37.5 million of net proceeds from the offering as described in the prospectus for the offering, including to repay certain outstanding indebtedness and for general corporate purposes.

J.P. Morgan, Piper Sandler and Morgan Stanley acted as lead book-running managers for the offering. The offering of these securities will be made only by means of a prospectus that meets the requirements of Section 10 of the Securities Act of 1933, as amended. A copy of the prospectus may be obtained from:

J.P. Morgan Securities LLC  
Attention: Broadridge Financial Solutions  
1155 Long Island Avenue  
Edgewood, NY 11717  
Telephone: (866) 803-9204  
[prospectus-eq\\_fi@jpmchase.com](mailto:prospectus-eq_fi@jpmchase.com)

Piper Sandler & Co.  
Attention: Prospectus Department  
800 Nicollet Mall, J12S03  
Minneapolis, MN 55402  
Telephone: 800-747-3924  
[prospectus@psc.com](mailto:prospectus@psc.com)

Morgan Stanley & Co. LLC  
Attention: Prospectus Department  
180 Varick Street, 2<sup>nd</sup> Floor  
New York, NY 10014  
[prospectus@morganstanley.com](mailto:prospectus@morganstanley.com)

**About ProFrac Holding Corp.**

ProFrac Holding Corp. is a growth-oriented, vertically integrated and innovation-driven energy services company providing hydraulic fracturing, completion services and other complementary products and services to leading upstream oil and gas companies engaged in the exploration and production (“E&P”) of North American unconventional oil and natural gas resources. Founded in 2016, ProFrac was built to be the go-to service provider for E&P companies’ most demanding hydraulic fracturing needs. ProFrac is focused on employing new technologies to significantly reduce “greenhouse gas” emissions and increase efficiency in what has historically been an emissions-intensive component of the unconventional E&P development process.

**Important Information**

A registration statement relating to these securities has been filed with, and declared effective by, the Securities and Exchange Commission (the “SEC”). The registration statement may be obtained free of charge at the SEC’s website at [www.sec.gov](http://www.sec.gov) under “ProFrac Holding Corp.” This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

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**Cautionary Statement Concerning Forward-Looking Statements**

*Certain statements contained in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, including statements regarding ProFrac's use of proceeds from the offering, represent ProFrac's expectations or beliefs concerning future events, and it is possible that the results described in this press release will not be achieved. These forward-looking statements are subject to risks, uncertainties and other factors, many of which are outside of ProFrac's control, that could cause actual results to differ materially from the results discussed in the forward-looking statements.*

*Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, ProFrac does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for ProFrac to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in the prospectus filed with the SEC in connection with ProFrac's initial public offering. The risk factors and other factors noted in ProFrac's prospectus could cause its actual results to differ materially from those contained in any forward-looking statement.*

**Contact**

ProFrac Holding Corp.  
Lance Turner  
Chief Financial Officer  
(254) 776-3722